



E-SYSTEMS INC.

Corporate Offices

P. O. Box 6030 • Dallas, Texas 75222 • Telephone: (214) 742-9471

July 22, 1975

Manufacturers Hanover Trust Company
Corporate Trust Department
40 Wall Street
New York, New York 10015

Attn: Mr. L. Howard Savran
Assistant Trust Officer

Subj: Air America, Inc. and E-Systems, Inc. Escrow
Agreement dated as of January 17, 1975

Dear Mr. Savran:

Air America, Inc. and E-Systems, Inc. desire to amend and do hereby amend the subject Escrow Agreement, under which Manufacturers Hanover Trust Company is acting as Escrow Agent, to extend the termination date from July 31, 1975 to September 1, 1975. All other terms and conditions of the Escrow Agreement remain unchanged. Please be advised that notice of this Amendment will be given independently by Air America, Inc.

Very truly yours,

H. L. Thurmon
Vice President-Treasurer

/jg

cc: Clyde S. Carter, Esq. ✓
Senior Vice President
Air America, Inc.
1725 K Street, N.W.
Washington, D. C. 20006

APPROVED FOR RELEASE
DATE: 17-Nov-2009

RECEIVED BY JUL 22 1975

AIRAM WSH

E-SYS DAL

TO: MANUFACTURERS HANOVER TRUST COMPANY
CORPO CORPORATE TRUST DEPARTMENT
40 WALL STREET
NEW YORK, NEW YORK 10015

ATTN: L. HOWARD SAVRAN
ASSISTANT TRUST OFFICER

CC: CLYDE S. CARTER, ESQ.
SENIOR VICE PRESIDENT
AIR AMERICA, INC.

SUBJ: AIR AMERICA, INC. AND E-SYSTEMS, INC. ESCROW AGREEMENT
DATED AS OF JANUARY 17, 1975

AIR AMERICA, INC. AND E-SYSTEMS, INC. DESIRE TO AMEND AND DO
HEREBY AMEND THE SUBJECT ESCROW AGREEMENT, UNDER WHICH MANUFAC-
TURERS HANOVER TRUST COMPANY IS ACTING AS ESCROW AGENT, TO EXTEND
THE TERMINATION DATE FROM JULY 31, 1975 TO SEPTIMBER 1, 1975.
ALL OTHER TERMS AND CONDITIONS OF THE ESCROW AGREEMENT REMAIN
UNCHANGED. PLEASE BE ADVISED THAT NOTICE OF THIS AMENDMENT WILL
BE GIVEN INDEPENDENTLY BY AIR AMERICA, INC. WRITTEN CONFIRMATION
FOLLOWS.

VERY TRULY YOURS,

H. L. THURMON
VICE PRESIDENT-TREASURER

JULY 22, 1975

AIRAM WSH

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REC'D WAS JUL 22 1975

AIRAM WSH B

E-SYS DAL

TO: AIR AMERICA, INC.
WASHINGTON, D. C.

ATTN: CLYDE S. CARTER, ESQ.
SENIOR VICE PRESIDENT

RE: AIR AMERICA, INC. AND E-SYSTEMS, INC. ESCROW AGREEMENT
DATED AS OF JANUARY 17, 1975 AND THE LETTER AGREEMENT
BETWEEN THE COMPANIES OF THE SAME DATE

THIS TELEX IS TO CONFIRM THE ORAL UNDERSTANDING OF JULY 21,
1975 BETWEEN OUR COMPANIES THAT THE EXPIRATION DATE OF THE ESCROW
AGREEMENT IS EXTENDED FROM JULY 31, 1975 TO SEPTEMBER 1, 1975 AND
THAT ALL OTHER TERMS AND CONDITIONS OF THE ESCROW AGREEMENT REMAIN
UNCHANGED AND IN FULL FORCE AND EFFECT.

IN ADDITION, THE FOURTH SENTENCE FROM THE TOP OF THE FIRST
PARAGRAPH OF THE LETTER AGREEMENT DATED JANUARY 17, 1975 IS AMENDED
TO READ AS FOLLOWS:

"IT IS AGREED THAT UPON CONFIRMATION BY BUYER AND SELLER
JOINTLY OF COMPLIANCE WITH THE TERMS OF SAID AGREEMENT,
THE ESCROWED FUNDS SHALL BE RELEASED TO AIR AMERICA ON
OR BEFORE SEPTEMBER 1, 1975, AND IN THE EVENT THAT NO
NOTICE OF CLAIM UNDER THE AGREEMENT HAS BEEN GIVEN TO
THE ESCROW AGENT BY SEPTEMBER 1, 1975, THE ESCROWED
FUNDS SHALL BE RELEASED TO AIR AMERICA ON THAT DATE"

ALL OTHER TERMS AND CONDITIONS OF THE LETTER AGREEMENT REMAIN IN
FULL FORCE AND EFFECT.

VERY TRULY YOURS,

H. L. THURMON
VICE PRESIDENT-TREASURER
JULY 22, 1975

AIRAM WSH B

E-SYS DAL

As Agreed by Balbois
3 Roberts July 15, 75
and Confirmed by ESC
3 Balbois 7/21/75